



Guidelines for the Nomination Committee in TGS ASA

Established by: The annual general shareholder meeting (the “AGM”) of TGS ASA (“TGS” or the “Company”)

Effective from: 15 June 2005

Last revised: 29 April 2026

1 Duties

Article 6 of the Articles of Association of TGS provides for a nomination committee (the "Committee"). The duties of the Committee are to evaluate and submit a recommendation to the Company's AGM for;

- the election and remuneration of shareholder-elected members of the Committee, including its chairperson;
- the election and remuneration of shareholder-elected members of the Company's board of directors (the “Board”), including its chairperson;
- the remuneration of the employee-elected members of the Board; and
- any proposed amendments to these Guidelines.

2 Composition, nomination and remuneration

2.1 The Committee is composed and elected in accordance with the Company's Articles of Association. The Committee chairperson will be a member of the Committee and elected by the shareholders at the AGM. The members of the Committee will not include any member of the Board or TGS's executive management. The composition of the Committee will be determined with a view to safeguarding the common interests of all shareholders.

2.2 Members of the Committee are normally elected for a term of two years, unless a shorter period has been decided by the general meeting. The Norwegian Public Limited Liability Companies Act, Sections 6-7, 6-8 and 6-27, applies correspondingly in relation to the members of the Committee.

2.3 The AGM stipulates the remuneration to be paid to the Committee. The Committee's expenses will be covered by the Company.

2.4 The Committee will seek appropriate rotation among its members to contribute to renewal and new perspectives, while at the same time ensure continuity in its work and retain relevant competence and experience.



3 Rules of procedure

3.1 The Committee will meet as often as it deems appropriate and necessary, but at least once per year. The Committee chairperson will convene meetings at its discretion, and also when requested by a member of the Committee, by the Board chairperson or by the Company's chief executive officer ("CEO"). The Committee chairperson decides whether the meeting will take the form of a physical or virtual meeting or can be held in some other manner.

3.2 The Committee chairperson and one Committee member will constitute a quorum. Resolutions in the Committee will be made by a majority vote amongst the participating Committee members. The Committee chairperson will have the casting vote.

3.3 The matters the Committee prepares for action by the shareholders at the AGM will first have been determined in Committee meetings.

3.4 The Committee chairperson will be responsible for maintaining adequate documentation of the Committee's work. The Committee chairperson will also provide an annual summary of the Committee's activities to the secretary of the Board.

3.5 To fully understand the Company's development and challenges, the Board chairperson and CEO will be invited to attend at least one Committee meeting before the Committee submits its final recommendation to the AGM, but they will not have voting rights.

3.6 In its work, the Committee may contact shareholders, members of the Board, the CEO and other senior management and external advisors. The Committee must take steps to ensure that shareholders have an opportunity to propose candidates for the Board and Committee and that any deadlines and other information regarding such shareholder proposals are made available on the Company's website. Insofar as it is expedient, the Committee should inform the Board about its work and discuss matters of principle with it.

3.7 In evaluating and making its recommendations to the AGM, the Committee will attach weight to whether the proposed candidates have the necessary experience, skills, qualifications and capacity to serve as members of the Board and the sub-committees of the Board in a satisfactory manner, as well as the candidates' personal and professional integrity, willingness to devote the time and effort necessary to be an effective member, and commitment to acting in the best interests of the Company and its shareholders. Emphasis will also be given to ensuring proper gender and competency representation, the independence of the members of the Board and an appropriate mix of backgrounds and skills. The Committee will also take into account the length of service of the Board members in balancing the need for renewal and independence of the Board and the value of continuity and retention of relevant competence and experience

The Committee will also consider and make recommendations regarding the size and composition of the Board, will review comparable practice data regarding compensation to both shareholder- and employee-elected directors, and make recommendations to the shareholders at the general meeting with respect to the amount and form of such compensation.



3.8 The Committee's recommendations must at all times satisfy the requirements relating to the composition of the Board laid down in applicable legislation, the Company's Article of Association, and the regulations of any stock exchanges on which the Company's shares are listed. The Committee must take account of the recommendations relating to the composition of the boards of directors and nomination committees that follow from the Norwegian Code of Practice for Corporate Governance and any other relevant recommendations relating to good corporate governance. The Committee will obtain the Board' self-assessment.

3.9 The Committee must confirm with any candidates proposed by the Committee whether they are willing to take on the position for which they have been proposed.

3.10 The Committee must justify its recommendations and provide relevant information about the candidates. Any dissenting votes must be stated in the recommendation.

3.11 The Committee will further (a) operate in accordance with common accepted principles for good corporate governance review and reassess the adequacy of the Guidelines on a regular basis, and propose revisions as appropriate; (b) conduct an annual evaluation of its own performance and provide a report to the shareholders at the AGM; and (c) comply with securities laws and insider trading rules with respect to the financial instruments of the Company.

4 Processing of the Committee's recommendations

4.1 The Committee's recommendation to the AGM relating to the election of members to the Committee and to the Board will be reflected in a written report, which will be timely distributed to the shareholders prior to the AGM.

4.2 The Committee chairperson, or a person authorized by the chairperson, will present the Committee's recommendations to the AGM, and give an account of the Committee's work.

5 Confidentiality

The Committee will keep confidential all information it receives or obtains regarding candidates and the Company and will ensure it is stored in a satisfactory way.